

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
_____	)	

**SUPPLEMENTAL DECLARATION OF JEFFREY A. LIPPS  
IN SUPPORT OF THE RETENTION AND EMPLOYMENT OF CARPENTER  
LIPPS & LELAND LLP AS SPECIAL LITIGATION COUNSEL TO THE DEBTORS**

Pursuant to 28 U.S.C. § 1746, Jeffrey A. Lipps declares:

1. I am an attorney at law admitted and in good standing to practice in the State of Ohio and in the United States District Court for the Southern District of Ohio. I have also been admitted *pro hac vice* in the above-captioned cases.
  
2. I am a partner of the law firm of Carpenter Lipps & Leland LLP (“CLL”) and am duly authorized to make this Declaration on behalf of CLL. I submit this Supplemental Declaration (“Supplemental Declaration”) pursuant to this Court’s Order Under Section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Rule 2014-1 Authorizing the Employment and Retention of Carpenter Lipps & Leland LLP as Special Litigation Counsel to the Debtors, *Nunc Pro Tunc* to May 14, 2012 (Docket No. 907) (the “Retention Order”). The Retention Order requires CLL to file a supplemental declaration prior to increasing its rates in these cases. The facts set forth in this Supplemental Declaration are personally known to me and if I were called upon to testify, I could and would testify competently to the facts set forth herein.
  
3. Effective January 1, 2013, CLL will be increasing the hourly rates for certain of its timekeepers who perform services for the above-captioned debtors and debtors in possession (the “Debtors”) as follows:

<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>2012 Discounted Rate</u></b>	<b><u>2013 Discounted Rate</u></b>
Jeffrey A. Lipps	Partner	\$360	\$400
David A. Wallace	Partner	\$260	\$300
Jennifer A.L. Battle	Partner	\$250	\$300
Angela M. Paul	Partner	\$250	\$275
Joel E. Sechler	Partner	\$190	\$220
Michael E. Beekhuizen	Of Counsel	\$250	\$280
David A. Beck	Of Counsel	\$230	\$280
Steven C. Moeller	Associate	\$200	\$225
Karen M. Cadieux	Associate	\$180	\$200
Gretchen N. Marty	Associate	\$150	\$175
Veronica L. Sholl	Paralegal	\$75	\$100
Robert B. Samson	Paralegal	\$75	\$100

Other than the foregoing, CLL will not be increasing the rates it charges the Debtors in 2013 for any other professionals or paraprofessionals working on matters under the Retention Order.

4. Since it was engaged to assist the Debtors in RMBS litigation in 2010, CLL has not previously increased the hourly rates for any particular professional since he or she first started working on these matters. The hourly rates at the onset of the engagement were discounted off of CLL's then standard hourly rates for the professionals then working on this matter. CLL's new 2013 hourly rates for these professionals are less than the standard 2103 hourly rates CLL charges other clients for comparable services. As such, I believe the proposed rates more than satisfy the standard set forth in section 330(a)(3)(F) of the Bankruptcy Code.

5. The Debtors have received notice of CLL's hourly rate increases as set forth herein and have agreed to the proposed increase.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Date: January 31, 2013

/s/ Jeffrey A. Lipps  
Jeffrey A. Lipps, Esq.